



ANNUAL STATEMENT
For the Year Ending December 31, 2004
OF THE CONDITION AND AFFAIRS OF THE
HealthPlus of Michigan, Inc.

NAIC Group Code	3409 (Current Period)	3409 (Prior Period)	NAIC Company Code	95580	Employer's ID Number	38-2160688
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[X] No[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated	08/09/1977		Commenced Business	10/15/1979		
Statutory Home Office	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)			
Main Administrative Office	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City or Town, State and Zip Code)			
Mail Address	2050 South Linden Road, P.O. Box 1700 (Street and Number or P.O. Box)		Flint, MI 48501-1700 (City, or Town, State and Zip Code)			
Primary Location of Books and Records	2050 South Linden Road (Street and Number)		Flint, MI 48532 (City, or Town, State and Zip Code)			
Internet Website Address	www.healthplus.com		(800)332-9161 (Area Code) (Telephone Number)			
Statutory Statement Contact	Matthew Andrew Mendrygal, C.P.A. (Name)		(810)230-2179 (Area Code)(Telephone Number)(Extension)			
	mmendrygal@healthplus.com (E-Mail Address)		(810)230-2208 (Fax Number)			
Policyowner Relations Contact	2050 South Linden Road, P.O. Box 1700 (Street and Number)		Flint, MI 48501-1700 (City, or Town, State and Zip Code)			
			(800)332-9161 (Area Code) (Telephone Number)(Extension)			

OFFICERS

Name	Title
David Paul Crosby	President
Matthew Andrew Mendrygal C.P.A.	Chief Financial Officer
Roger LaVerne Sharp	Treasurer

OTHERS

Dan Ellis Champney Esq., Vice President - Human Resources/General Counsel
Laraine Bernadette Yapo, Vice President - Health Care Services
John Jacob Saalwaechter MD,MBA,CPE, Vice President - Chief Medical Officer
Bruce Robert Hill, Vice President - Health System/Purchaser Relations
Christine Marie Tomcala, Vice President - Gov't Programs/Member Services
Nancy Susan Jenkins, Vice President - Sales/Product Development #

DIRECTORS OR TRUSTEES

Jack Louis Barry MD Harold Leslie Mallon DDS Gerald Edward Piesko DO James Joseph Wascha Esq. Stephanie Lynn Whisiker-Lewis DO Patrick Allen Campbell Roger LaVerne Sharp	Vern Lee Burns Penelope Drake Pestronk Peggy Joyce Tortorice James Michael Van Tiflin Christopher John Flores Larry Leigh Carr DO Robert John Roth
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State of Michigan
County of Genesee ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) David Paul Crosby (Printed Name) President (Title)	(Signature) Matthew Andrew Mendrygal (Printed Name) Chief Financial Officer (Title)	(Signature) Roger LaVerne Sharp (Printed Name) Treasurer (Title)
Subscribed and sworn to before me this day of , 2005	a. Is this an original filing? b. If no, 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes[X] No[]
(Notary Public Signature)		

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals	9,191					9,191
Group Subscribers:						
Federal Employee's Health Benefit Plan	874,087					874,087
0299997 Subtotal - Group Subscribers:	874,087					874,087
0299998 Premium due and unpaid not individually listed	960,198	38,538				998,736
0299999 Total group	1,834,285	38,538				1,872,823
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 12) .	1,843,476	38,538				1,882,014

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables - Not Individually Listed						
Pfizer	449,204	448,186		31,025	31,025	897,390
0199998 Subtotal - Pharmaceutical Rebate Receivables - Not Individually Listed	898,340	803,468		3,168	3,168	1,701,808
0199999 Subtotal - Pharmaceutical Rebate Receivables	1,347,544	1,251,654		34,193	34,193	2,599,198
Claim Overpayment Receivables - Not Individually Listed						
University of Pittsburgh Hospital		500,000				500,000
0299998 Subtotal - Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables		500,000				500,000
0399998 Subtotal - Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Subtotal - Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
Risk Sharing Receivables - Not Individually Listed						
Saginaw Cooperative Hospitals, Inc.				908,546	908,546	
Bay Health System	636,534					636,534
0599998 Subtotal - Risk Sharing Receivables - Not Individually Listed	1,601,603					1,601,603
0599999 Subtotal - Risk Sharing Receivables	2,238,137			908,546	908,546	2,238,137
0699998 Subtotal - Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	3,585,681	1,751,654		942,739	942,739	5,337,335

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)
Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....	.....	.....	.....	.....	.....	.....
0399999 Aggregate Accounts Not Individually Listed - Covered .....	..... 8,599,740	..... 2,251,679	..... 387,383	..... 5,681	..... 18,092	..... 11,262,575
0499999 Subtotals .....	..... 8,599,740	..... 2,251,679	..... 387,383	..... 5,681	..... 18,092	..... 11,262,575
0599999 Unreported claims and other claim reserves .....						..... 21,891,814
0699999 Total Amounts Withheld .....						..... 6,677,618
0799999 Total Claims Unpaid .....						..... 39,832,007
0899999 Accrued Medical Incentive Pool and Bonus Amounts .....						..... 7,960,343

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
HealthPlus Options, Inc.	25,525					25,525	
0199999 Total - Individually listed receivables	25,525					25,525	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	25,525					25,525	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
HealthPlus Partners, Inc.	Transportation Services	870	870	
0199999 Total - Individually listed payables	X X X	870	870	
0299999 Payables not individually listed	X X X			
0399999 Total gross payables	X X X	870	870	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total	Total Members Covered	Column 3 as a % of Total	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	155,301,584	47.181	103,266	100.000		155,301,584
2.	Intermediaries						
3.	All other providers						
4.	Total capitation payments	155,301,584	47.181	103,266	100.000		155,301,584
Other Payments:							
5.	Fee-for-service			X X X	X X X		
6.	Contractual fee payments	173,858,714	52.819	X X X	X X X		173,858,714
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	Total other payments	173,858,714	52.819	X X X	X X X		173,858,714
13.	Total (Line 4 plus Line 12)	329,160,298	100.000	X X X	X X X		329,160,298

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	1,948,844	392,052	1,324,337	624,507	281,028	343,479
2.	Medical furniture, equipment and fixtures						
3.	Pharmaceuticals and surgical supplies						
4.	Durable medical equipment						
5.	Other property and equipment						
6.	Total	1,948,844	392,052	1,324,337	624,507	281,028	343,479



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION:
BUSINESS IN THE STATE OF **MICHIGAN** DURING THE YEAR

2. DIVISION:
NAIC Company Code 95580

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	107,616	565	93,737				2,093	2,849					8,372
2. First Quarter	105,961	608	90,277				2,135	4,397					8,544
3. Second Quarter	105,434	577	89,655				2,083	4,436					8,683
4. Third Quarter	104,301	595	88,399				2,058	4,457					8,792
5. Current Year	103,266	551	87,404				2,030	4,451					8,830
6. Current Year Member Months	1,258,910	6,983	1,069,500				25,198	53,097					104,132
Total Member Ambulatory Encounters for Year:													
7. Physician	395,727		330,742					24,551					40,434
8. Non-Physician	617,654		498,258					50,437					68,959
9. Total	1,013,381		829,000					74,988					109,393
10. Hospital Patient Days Incurred	56,165		31,201					7,733					17,231
11. Number of Inpatient Admissions	11,880		7,243					1,470					3,167
12. Health Premiums Written	365,473,586	1,867,980	277,897,448				7,413,312	41,883,300					36,411,546
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	365,473,586	1,867,980	277,897,448				7,413,312	41,883,300					36,411,546
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	329,160,297	1,673,104	256,400,492				5,885,565	33,959,530	79,543				31,162,063
18. Amount Incurred for Provision of Health Care Services	333,828,994	1,682,063	257,470,248				6,220,315	37,097,218					31,359,150

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION:2. DIVISION:

NAIC Group Code 3409BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEARNAIC Company Code 95580

30 Grand Total

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3				Federal Employees Health Benefit Plan						
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only		Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	107,616	565	93,737				2,093	2,849					8,372
2. First Quarter	105,961	608	90,277				2,135	4,397					8,544
3. Second Quarter	105,434	577	89,655				2,083	4,436					8,683
4. Third Quarter	104,301	595	88,399				2,058	4,457					8,792
5. Current Year	103,266	551	87,404				2,030	4,451					8,830
6. Current Year Member Months	1,258,910	6,983	1,069,500				25,198	53,097					104,132
Total Member Ambulatory Encounters for Year:													
7. Physician	395,727		330,742					24,551					40,434
8. Non-Physician	617,654		498,258					50,437					68,959
9. Total	1,013,381		829,000					74,988					109,393
10. Hospital Patient Days Incurred	56,165		31,201					7,733					17,231
11. Number of Inpatient Admissions	11,880		7,243					1,470					3,167
12. Health Premiums Written	365,473,586	1,867,980	277,897,448				7,413,312	41,883,300					36,411,546
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned	365,473,586	1,867,980	277,897,448				7,413,312	41,883,300					36,411,546
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services	329,160,297	1,673,104	256,400,492				5,885,565	33,959,530	79,543				31,162,063
18. Amount Incurred for Provision of Health Care Services	333,828,994	1,682,063	257,470,248				6,220,315	37,097,218					31,359,150

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products

SCHEDULE A - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value, December 31, prior year (prior year statement)	5,308,867
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	(402,568)
2.2	Totals, Part 3, Column 7	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	219,292
4.2	Totals, Part 3, Column 9	
5.	Total profit (loss) on sales, Part 3, Column 14	
6.	Increase (decrease) by foreign exchange adjustment:	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 8	
7.	Amounts received on sales, Part 3, Column 11 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	5,125,591
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	5,125,591
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	5,125,591

SCHEDULE B - VERIFICATION BETWEEN YEARS

1.	Book value/recorded investment excluding accrued interest of mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	NONE
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2,mortgage lines, Net Admitted Assets column)	

SCHEDULE BA - VERIFICATION BETWEEN YEARS

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	7,295,785
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	2,500,000
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	(1,897,714)
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	7,898,071
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	7,898,071
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	7,898,071

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1.	U.S. Government, Schedules D & DA (Group 1)											
1.1	Class 1	1,000,000	198,666	702,718			1,901,384	4.30	1,501,480	4.10	1,901,384	
1.2	Class 2											
1.3	Class 3											
1.4	Class 4											
1.5	Class 5											
1.6	Class 6											
1.7	TOTALS	1,000,000	198,666	702,718			1,901,384	4.30	1,501,480	4.10	1,901,384	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Class 1											
2.2	Class 2											
2.3	Class 3											
2.4	Class 4											
2.5	Class 5											
2.6	Class 6											
2.7	TOTALS											
3.	States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1	Class 1											
3.2	Class 2											
3.3	Class 3											
3.4	Class 4											
3.5	Class 5											
3.6	Class 6											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Class 1											
4.2	Class 2											
4.3	Class 3											
4.4	Class 4											
4.5	Class 5											
4.6	Class 6											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1	Class 1	502,707					502,707	1.14	754,559	2.06	502,707	
5.2	Class 2											
5.3	Class 3											
5.4	Class 4											
5.5	Class 5											
5.6	Class 6											
5.7	TOTALS	502,707					502,707	1.14	754,559	2.06	502,707	

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Class 1											
6.2	Class 2											
6.3	Class 3											
6.4	Class 4											
6.5	Class 5											
6.6	Class 6											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Class 1	39,176,220	1,248,786	849,032	260,145		41,534,183	93.98	33,573,825	91.74	41,534,183	
7.2	Class 2			258,103			258,103	0.58	768,086	2.10	258,103	
7.3	Class 3											
7.4	Class 4											
7.5	Class 5											
7.6	Class 6											
7.7	TOTALS	39,176,220	1,248,786	1,107,135	260,145		41,792,286	94.56	34,341,911	93.84	41,792,286	
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Class 1											
8.2	Class 2											
8.3	Class 3											
8.4	Class 4											
8.5	Class 5											
8.6	Class 6											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Class 1											
9.2	Class 2											
9.3	Class 3											
9.4	Class 4											
9.5	Class 5											
9.6	Class 6											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year												
10.1	Class 1	40,678,927	1,447,452	1,551,750	260,145		43,938,274	99.42	X X X	X X X	43,938,274	
10.2	Class 2			258,103			258,103	0.58	X X X	X X X	258,103	
10.3	Class 3								X X X	X X X		
10.4	Class 4								X X X	X X X		
10.5	Class 5						(c)		X X X	X X X		
10.6	Class 6						(c)		X X X	X X X		
10.7	TOTALS	40,678,927	1,447,452	1,809,853	260,145		(b) 44,196,377	100.00	X X X	X X X	44,196,377	
10.8	Line 10.7 as a % of Column 6	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year												
11.1	Class 1	32,818,215	1,504,840	1,246,020	260,789		X X X	X X X	35,829,864	97.90	35,829,864	
11.2	Class 2	508,685		259,401			X X X	X X X	768,086	2.10	768,086	
11.3	Class 3						X X X	X X X				
11.4	Class 4						X X X	X X X				
11.5	Class 5						X X X	X X X	(c)			
11.6	Class 6						X X X	X X X	(c)			
11.7	TOTALS	33,326,900	1,504,840	1,505,421	260,789		X X X	X X X	(b) 36,597,950	100.00	36,597,950	
11.8	Line 11.7 as a % of Col. 8	91.06	4.11	4.11	0.71		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds												
12.1	Class 1	40,678,927	1,447,452	1,551,750	260,145		43,938,274	99.42	35,829,864	97.90	43,938,274	X X X
12.2	Class 2			258,103			258,103	0.58	768,086	2.10	258,103	X X X
12.3	Class 3											X X X
12.4	Class 4											X X X
12.5	Class 5											X X X
12.6	Class 6											X X X
12.7	TOTALS	40,678,927	1,447,452	1,809,853	260,145		44,196,377	100.00	36,597,950	100.00	44,196,377	X X X
12.8	Line 12.7 as a % of Col. 6	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	X X X
12.9	Line 12.7 as a % of Line 10.7, Col. 6, Section 10	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds												
13.1	Class 1										X X X	
13.2	Class 2										X X X	
13.3	Class 3										X X X	
13.4	Class 4										X X X	
13.5	Class 5										X X X	
13.6	Class 6										X X X	
13.7	TOTALS										X X X	
13.8	Line 13.7 as a % of Col. 6							X X X	X X X	X X X	X X X	
13.9	Line 13.7 as a % of Line 10.7, Col. 6, Section 10							X X X	X X X	X X X	X X X	

(a) Includes \$..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
(b) Includes \$..... current year, \$..... prior year of bonds with Z designations and \$..... current year, \$..... prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
(c) Includes \$..... current year, \$..... prior year of bonds with 5* designations and \$..... current year, \$..... prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1.	U.S. Governments, Schedules D & DA (Group 1)											
1.1	Issuer Obligations	1,000,000	198,666	702,718			1,901,384	4.30	1,501,480	4.10	1,901,384	
1.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
1.7	TOTALS	1,000,000	198,666	702,718			1,901,384	4.30	1,501,480	4.10	1,901,384	
2.	All Other Governments, Schedules D & DA (Group 2)											
2.1	Issuer Obligations											
2.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3	Defined											
2.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5	Defined											
2.6	Other											
2.7	TOTALS											
3.	States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1	Issuer Obligations											
3.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3	Defined											
3.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5	Defined											
3.6	Other											
3.7	TOTALS											
4.	Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1	Issuer Obligations											
4.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3	Defined											
4.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5	Defined											
4.6	Other											
4.7	TOTALS											
5.	Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1	Issuer Obligations											
5.2	Single Class Mortgage-Backed/Asset-Backed Bonds											
	MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3	Defined	502,707					502,707	1.14	754,559	2.06	502,707	
5.4	Other											
	MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5	Defined											
5.6	Other											
5.7	TOTALS	502,707					502,707	1.14	754,559	2.06	502,707	

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

Distribution by Type		1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6.	Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1	Issuer Obligations											
6.2	Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
6.3	Defined											
6.4	Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:												
6.5	Defined											
6.6	Other											
6.7	TOTALS											
7.	Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1	Issuer Obligations	39,176,220	1,248,786	1,107,135	260,145		41,792,286	94.56	34,341,912	93.84	41,792,286	
7.2	Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
7.3	Defined											
7.4	Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:												
7.5	Defined											
7.6	Other											
7.7	TOTALS	39,176,220	1,248,786	1,107,135	260,145		41,792,286	94.56	34,341,912	93.84	41,792,286	
8.	Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1	Issuer Obligations											
8.7	TOTALS											
9.	Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1	Issuer Obligations											
9.2	Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:												
9.3	Defined											
9.4	Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:												
9.5	Defined											
9.6	Other											
9.7	TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Types of and subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
Distribution by Type											
10. Total Bonds Current Year											
10.1 Issuer Obligations	40,176,220	1,447,452	1,809,853	260,145		43,693,670	98.86	X X X	X X X	43,693,670	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								X X X	X X X		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	502,707					502,707	1.14	X X X	X X X	502,707	
10.4 Other								X X X	X X X		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								X X X	X X X		
10.6 Other								X X X	X X X		
10.7 TOTALS	40,678,927	1,447,452	1,809,853	260,145		44,196,377	100.00	X X X	X X X	44,196,377	
10.8 Line 10.7 as a % of Column 6	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations	33,077,736	999,446	1,505,421	260,789		X X X	X X X	35,843,392	97.94	35,843,392	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						X X X	X X X				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	249,165	505,394				X X X	X X X	754,559	2.06	754,559	
11.4 Other						X X X	X X X				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						X X X	X X X				
11.6 Other						X X X	X X X				
11.7 TOTALS	33,326,901	1,504,840	1,505,421	260,789		X X X	X X X	36,597,951	100.00	36,597,951	
11.8 Line 11.7 as a % of Column 8	91.06	4.11	4.11	0.71		X X X	X X X	100.00	X X X	100.00	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	40,176,220	1,447,452	1,809,853	260,145		43,693,670	98.86	35,843,392	97.94	43,693,670	X X X
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											X X X
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	502,707					502,707	1.14	754,559	2.06	502,707	X X X
12.4 Other											X X X
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											X X X
12.6 Other											X X X
12.7 TOTALS	40,678,927	1,447,452	1,809,853	260,145		44,196,377	100.00	36,597,951	100.00	44,196,377	X X X
12.8 Line 12.7 as a % of Column 6	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	X X X
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	92.04	3.28	4.10	0.59		100.00	X X X	X X X	X X X	100.00	X X X
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										X X X	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										X X X	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										X X X	
13.4 Other										X X X	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										X X X	
13.6 Other										X X X	
13.7 TOTALS										X X X	
13.8 Line 13.7 as a % of Column 6							X X X	X X X	X X X	X X X	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10							X X X	X X X	X X X	X X X	

SCHEDULE DA - PART 2
Verification of SHORT-TERM INVESTMENTS Between Years

		1	2	3	4	5
		Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1.	Book/adjusted carrying value, prior year	32,827,290	32,827,290			
2.	Cost of short-term investments acquired	59,346,024	59,346,024			
3.	Increase (decrease) by adjustment	(44,580)	(44,580)			
4.	Increase (decrease) by foreign exchange adjustment					
5.	Total profit (loss) on disposal of short-term investments	152	152			
6.	Consideration received on disposal of short-term investments	51,952,668	51,952,668			
7.	Book/adjusted carrying value, current year	40,176,218	40,176,218			
8.	Total valuation allowance					
9.	Subtotal (Lines 7 plus 8)	40,176,218	40,176,218			
10.	Total nonadmitted amounts					
11.	Statement value (Lines 9 minus 10)	40,176,218	40,176,218			
12.	Income collected during year	340,124	340,124			
13.	Income earned during year	332,028	332,028			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

40 Schedule DB Part A Verification NONE

40 Schedule DB Part B Verification NONE

41 Schedule DB Part C Verification NONE

41 Schedule DB Part D Verification NONE

41 Schedule DB Part E Verification NONE

42 Schedule DB Part F Sn 1 - Sum Replicated Assets NONE

43 Schedule DB Part F Sn 2 - Recon Replicated Assets NONE

44 Schedule S - Part 1 - Section 2 NONE

45 Schedule S - Part 2 NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Location	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
Non-Affiliates												
66346 ...	58-0828824 ...	10/01/2004	MUNICH AMERICAN REASSUR CO	Atlanta, Georgia	SSL/L/I	92,511						
0299999 Total - Non-Affiliates						92,511						
0399999 Totals						92,511						

SCHEDULE S - PART 4
Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	10	11	12	13	14
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Totals (Cols. 5 + 6 + 7)	Letters of Credit	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9+10+11+12+13 But Not in Excess of Col. 8
				N O N E									
1199999 Totals (General Account and Separate Accounts combined) .....				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

SCHEDULE S - PART 5
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2004	2 2003	3 2002	4 2001	5 2000
A. OPERATIONS ITEMS					
1. Premiums	88	92	82	78	64
2. Title XVIII-Medicare	4	3	2	2	1
3. Title XIX - Medicaid		2	21	53	46
4. Commissions and reinsurance expense allowance					
5. Total hospital and medical expenses					
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses					
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances unpaid					
11. Unauthorized reinsurance offset					
C. UNAUTHORIZED REINSURANCE					
(DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F)					
13. Letters of credit (L)					
14. Trust agreements (T)					
15. Other (O)					

SCHEDULE S - PART 6
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	82,364,226		82,364,226
2. Accident and health premiums due and unpaid (Line 12)	1,882,014		1,882,014
3. Amounts recoverable from reinsurers (Line 13.1)			
4. Net credit for ceded reinsurance	X X X		
5. All other admitted assets (Balance)	6,877,627		6,877,627
6. Total assets (Line 26)	91,123,867		91,123,867
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	39,832,007		39,832,007
8. Accrued medical incentive pool and bonus payments (Line 2)	7,960,343		7,960,343
9. Premiums received in advance (Line 8)	5,661,365		5,661,365
10. Reinsurance in unauthorized companies (Line 18)			
11. All other liabilities (Balance)	4,232,279		4,232,279
12. Total liabilities (Line 22)	57,685,994		57,685,994
13. Total capital and surplus (Line 30)	33,437,873	X X X	33,437,873
14. Total liabilities, capital and surplus (Line 31)	91,123,867		91,123,867
NET CREDIT FOR CEDED REINSURANCE			
15. Claims unpaid			
16. Accrued medical incentive pool			
17. Premiums received in advance			
18. Reinsurance recoverable on paid losses			
19. Other ceded reinsurance recoverables			
20. Total ceded reinsurance recoverables			
21. Premiums receivable			
22. Unauthorized reinsurance			
23. Other ceded reinsurance payables/offsets			
24. Total ceded reinsurance payables/offsets			
25. Total net credit for ceded reinsurance			

SCHEDULE Y (continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
.. 95580 ..	.. 38-2160688 ..	Healthplus Of MI Inc .....	.....	.. (2,500,000) ..	.....	.....	.. 15,130,797 ..	.....	.....	.....	.. 12,630,797 ..	.....
.. 11549 ..	.. 01-0729151 ..	Healthplus Partners Inc .....	.....	.. 2,258,000 ..	.....	.....	.. (4,095,081) ..	.....	.....	.....	.. (1,837,081) ..	.....
.....	.. 38-3246232 ..	HGH, Inc. ....	.....	.. 242,000 ..	.....	.....	.. (8,057,320) ..	.....	.....	.....	.. (7,815,320) ..	.....
.....	.. 38-2883315 ..	HealthPlus Options, Inc. ....	.....	.....	.....	.....	.. (2,978,396) ..	.....	.....	.....	.. (2,978,396) ..	.....
9999999 Totals .....			.....	.....	.....	.....	.....	.....	X X X	.....	.....	.....

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES

INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Response
MARCH FILING	
1. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
2. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
3. Will an actuarial certification be filed by March 1?	Yes
4. Will the Risk-based Capital Report be filed with the NAIC by March 1?	Yes
5. Will the Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
6. Will the Life Supplement be filed with the state of domicile and the NAIC by March 1?	No
7. Will the Property/Casualty Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
8. Will Management's Discussion and Analysis be filed by April 1?	Yes
9. Will the Long-term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
10. Will the Investment Risks Interrogatories be filed by April 1?	Yes
JUNE FILING	
11. Will an audited financial report be filed by June 1 with the state of domicile?	Yes
Explanations:	

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



LTC Experience Reporting Form C



UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
2504.	Interest Expense on Late Claims	598	1,326	46,390		48,314
2505.	Prior-Year Administrative Adjustments			2,000		2,000
2506.	Physician Relations			100,518		100,518
2507.	Miscellaneous			905		905
2597.	Summary of overflow write-ins for Line 25	598	1,326	149,813		151,737

Supp10 Supp. Inv. Risk Interr. Pt D NONE

Supp11 Supp. Inv. Risk Interr. Pt E NONE

Supp12 Supp. Inv. Risk Interr. Pt F NONE

Supp13 Life Supplement Title Page NONE

Supp14 Exhibit 5 - Aggregate Reserve for Life NONE

Supp15 Exhibit 5 - Interrogatories NONE

Supp16 Exhibit 7 - Deposit Type Contracts NONE

Supp17 Schedule S - Part 1 - Section 1 NONE

Supp18 Schedule S - Part 3 - Section 1 NONE



DIRECT BUSINESS IN THE STATE OF MICHIGAN
NAIC Group Code: 3409

LIFE INSURANCE

DURING THE YEAR 2004
NAIC Company Code: 95580

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS		1 Ordinary	2 Credit Life (Group and Individual)	3 Group	4 Industrial	5 Total
1.	Life Insurance .....	.....	.....	.....	.....	.....
2.	Annuity considerations .....	.....	.....	.....	.....	.....
3.	Deposit-type contract funds .....	.....	X X X .....	.....	X X X .....	.....
4.	Other considerations .....	.....	.....	.....	.....	.....
5.	Totals (Sum of Lines 1 to 4) .....	.....	.....	.....	.....	.....
DIRECT DIVIDENDS TO POLICYHOLDERS						
Life Insurance:						
6.1	Paid in cash or left on deposit .....	.....	.....	.....	.....	.....
6.2	Applied to pay renewal premiums .....	.....	.....	.....	.....	.....
6.3	Applied to provide paid-up additions or shorten the endowment or premium - paying period .....	.....	.....	.....	.....	.....
6.4	Other .....	.....	.....	.....	.....	.....
6.5	Totals (sum of Lines 6.1 to 6.4) .....	.....	.....	.....	.....	.....
Annuities:						
7.1	Paid in cash or left on deposit .....	.....	.....	.....	.....	.....
7.2	Applied to provide paid-up annuities .....	.....	.....	.....	.....	.....
7.3	Other .....	.....	.....	.....	.....	.....
7.4	Totals (sum of Lines 7.1 to 7.3) .....	.....	.....	.....	.....	.....
8.	Grand Totals (Lines 6.5 plus 7.4) .....	.....	.....	.....	.....	.....
DIRECT CLAIMS AND BENEFITS PAID						
9.	Death benefits .....	.....	.....	.....	.....	.....
10.	Matured endowments .....	.....	.....	.....	.....	.....
11.	Annuity benefits .....	.....	.....	.....	.....	.....
12.	Surrender values and withdrawals for life contracts .....	.....	.....	.....	.....	.....
13.	Aggregate write-ins for miscellaneous direct claims and benefits paid .....	.....	.....	.....	.....	.....
14.	All other benefits, except accident and health .....	.....	.....	.....	.....	.....
15.	Totals .....	.....	.....	.....	.....	.....

DETAILS OF WRITE-INS

1301 .....	.....	.....	.....	.....
1302 .....	.....	.....	.....	.....
1303 .....	.....	.....	.....	.....
1398. Summary of remaining write-ins for Line 13 from overflow page .....	.....	.....	.....	.....
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	.....	.....	.....	.....

1		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1	2	3	4	5	6	7	8	9	10
DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Number	Amount	No. of Ind.Pols & Group Certifs.	Amount	No. of Certi- ficates	Amount	Number	Amount	Number	Amount
16.	Unpaid December 31, prior year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
17.	Incurred during current year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
	Settled during current year:	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.1	By payment in full .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.2	By payment on compromised claims .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.3	Totals paid .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.4	Reduction by compromise .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.5	Amount rejected .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.6	Total settlements .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
POLICY EXHIBIT		.....	.....	.....	.....	No. of Policies	.....	.....	.....	.....	.....
20.	In force December 31, prior year .....	.....	.....	.....	(a) .....	.....	.....	.....	.....	.....	.....
21.	Issued during year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
22.	Other changes to in force (Net) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
23.	In force December 31 of current year .....	.....	.....	.....	(a) .....	.....	.....	.....	.....	.....	.....

(a) Includes Individual Credit Life Insurance prior year \$....., current year \$.....
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$....., current year \$.....
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$....., current year \$.....

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24.	Group Policies (b) .....	.....	.....	.....	.....	.....
24.1	Federal Employees Health Benefits Program Premium (b) .....	.....	.....	.....	.....	.....
24.2	Credit (Group and Individual) .....	.....	.....	.....	.....	.....
24.3	Collectively Renewable Policies (b) .....	.....	.....	.....	.....	.....
	Other Individual Policies	.....	.....	.....	.....	.....
25.1	Non-cancelable (b) .....	.....	.....	.....	.....	.....
25.2	Guaranteed renewable (b) .....	.....	.....	.....	.....	.....
25.3	Non-renewable for stated reasons only (b) .....	.....	.....	.....	.....	.....
25.4	Other accident only .....	.....	.....	.....	.....	.....
25.5	All other (b) .....	.....	.....	.....	.....	.....
25.6	Totals (sum of Lines 25.1 to 25.5) .....	.....	.....	.....	.....	.....
26.	Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 25.6) .....	.....	.....	.....	.....	.....

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products, and number of persons insured under indemnity only products



DIRECT BUSINESS IN THE STATE OF **GRAND TOTAL**
NAIC Group Code: 3409

LIFE INSURANCE
DURING THE YEAR 2004
NAIC Company Code: 95580

DIRECT PREMIUMS AND ANNUITY CONSIDERATIONS		1 Ordinary	2 Credit Life (Group and Individual)	3 Group	4 Industrial	5 Total
1.	Life Insurance .....	.....	.....	.....	.....	.....
2.	Annuity considerations .....	.....	.....	.....	.....	.....
3.	Deposit-type contract funds .....	.....	..... X X X .....	.....	..... X X X .....	.....
4.	Other considerations .....	.....	.....	.....	.....	.....
5.	Totals (Sum of Lines 1 to 4) .....	.....	.....	.....	.....	.....
DIRECT DIVIDENDS TO POLICYHOLDERS						
Life Insurance:						
6.1	Paid in cash or left on deposit .....	.....	.....	.....	.....	.....
6.2	Applied to pay renewal premiums .....	.....	.....	.....	.....	.....
6.3	Applied to provide paid-up additions or shorten the endowment or premium - paying period .....	.....	.....	.....	.....	.....
6.4	Other .....	.....	.....	.....	.....	.....
6.5	Totals (sum of Lines 6.1 to 6.4) .....	.....	.....	.....	.....	.....
Annuities:						
7.1	Paid in cash or left on deposit .....	.....	.....	.....	.....	.....
7.2	Applied to provide paid-up annuities .....	.....	.....	.....	.....	.....
7.3	Other .....	.....	.....	.....	.....	.....
7.4	Totals (sum of Lines 7.1 to 7.3) .....	.....	.....	.....	.....	.....
8.	Grand Totals (Lines 6.5 plus 7.4) .....	.....	.....	.....	.....	.....
DIRECT CLAIMS AND BENEFITS PAID						
9.	Death benefits .....	.....	.....	.....	.....	.....
10.	Matured endowments .....	.....	.....	.....	.....	.....
11.	Annuity benefits .....	.....	.....	.....	.....	.....
12.	Surrender values and withdrawals for life contracts .....	.....	.....	.....	.....	.....
13.	Aggregate write-ins for miscellaneous direct claims and benefits paid .....	.....	.....	.....	.....	.....
14.	All other benefits, except accident and health .....	.....	.....	.....	.....	.....
15.	Totals .....	.....	.....	.....	.....	.....

DETAILS OF WRITE-INS						
1301	.....	.....	.....	.....	.....	.....
1302	.....	.....	.....	.....	.....	.....
1303	.....	.....	.....	.....	.....	.....
1398.	Summary of remaining write-ins for Line 13 from overflow page .....	.....	.....	.....	.....	.....
1399.	Totals (Lines 1301 through 1303 plus 1398) (Line 13 above) .....	.....	.....	.....	.....	.....

1		Ordinary		Credit Life (Group and Individual)		Group		Industrial		Total	
		1	2	3	4	5	6	7	8	9	10
DIRECT DEATH BENEFITS AND MATURED ENDOWMENTS INCURRED		Number	Amount	No. of Ind.Pols & Group Certifs.	Amount	No. of Certi- ficates	Amount	Number	Amount	Number	Amount
16.	Unpaid December 31, prior year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
17.	Incurred during current year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
	Settled during current year:	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.1	By payment in full .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.2	By payment on compromised claims .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.3	Totals paid .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.4	Reduction by compromise .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.5	Amount rejected .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
18.6	Total settlements .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
19.	Unpaid Dec. 31, current year (Lines 16 + 17 - 18.6) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
POLICY EXHIBIT		.....	.....	.....	.....	No. of Policies	.....	.....	.....	.....	.....
20.	In force December 31, prior year .....	.....	.....	.....	(a) .....	.....	.....	.....	.....	.....	.....
21.	Issued during year .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
22.	Other changes to in force (Net) .....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....
23.	In force December 31 of current year .....	.....	.....	.....	(a) .....	.....	.....	.....	.....	.....	.....

(a) Includes Individual Credit Life Insurance prior year \$....., current year \$.....
Includes Group Credit Life Insurance Loans less than or equal to 60 months at issue, prior year \$....., current year \$.....
Loans greater than 60 months at issue BUT NOT GREATER THAN 120 MONTHS prior year \$....., current year \$.....

ACCIDENT AND HEALTH INSURANCE

		1 Direct Premiums	2 Direct Premiums Earned	3 Dividends Paid Or Credited On Direct Business	4 Direct Losses Paid	5 Direct Losses Incurred
24.	Group Policies (b) .....	.....	.....	.....	.....	.....
24.1	Federal Employees Health Benefits Program Premium (b) .....	.....	.....	.....	.....	.....
24.2	Credit (Group and Individual) .....	.....	.....	.....	.....	.....
24.3	Collectively Renewable Policies (b) .....	.....	.....	.....	.....	.....
	Other Individual Policies	.....	.....	.....	.....	.....
25.1	Non-cancelable (b) .....	.....	.....	.....	.....	.....
25.2	Guaranteed renewable (b) .....	.....	.....	.....	.....	.....
25.3	Non-renewable for stated reasons only (b) .....	.....	.....	.....	.....	.....
25.4	Other accident only .....	.....	.....	.....	.....	.....
25.5	All other (b) .....	.....	.....	.....	.....	.....
25.6	Totals (sum of Lines 25.1 to 25.5) .....	.....	.....	.....	.....	.....
26.	Totals (Lines 24 + 24.1 + 24.2 + 24.3 + 25.6) .....	.....	.....	.....	.....	.....

(b) For health business on indicated lines report: Number of persons insured under PPO managed care products, and number of persons insured under indemnity only products

Supp24	Property Supplement Title Page	NONE
Supp25	Schedule F Part 1 Assumed Reinsurance	NONE
Supp26	Schedule F Part 3 Ceded Reinsurance	NONE
Supp27	Schedule P - Part 1 Summary	NONE
Supp28	Schedule P - Part 1A	NONE
Supp29	Schedule P - Part 1B	NONE
Supp30	Schedule P - Part 1C	NONE
Supp31	Schedule P - Part 1D	NONE
Supp32	Schedule P - Part 1E	NONE
Supp33	Schedule P - Part 1F Sn 1	NONE
Supp34	Schedule P - Part 1F Sn 2	NONE
Supp35	Schedule P - Part 1G	NONE
Supp36	Schedule P - Part 1H Sn 1	NONE
Supp37	Schedule P - Part 1H Sn 2	NONE

Supp38	Schedule P - Part 1I	NONE
Supp39	Schedule P - Part 1J	NONE
Supp40	Schedule P - Part 1K	NONE
Supp41	Schedule P - Part 1L	NONE
Supp42	Schedule P - Part 1M	NONE
Supp43	Schedule P - Part 1N	NONE
Supp44	Schedule P - Part 1O	NONE
Supp45	Schedule P - Part 1P	NONE
Supp46	Schedule P - Part 1R Sn 1	NONE
Supp47	Schedule P - Part 1R Sn 2	NONE
Supp48	Schedule P - Part 1S	NONE
Supp49	Schedule P - Part 2 Summary	NONE
Supp50	Schedule P - Part 2A	NONE
Supp50	Schedule P - Part 2B	NONE
Supp50	Schedule P - Part 2C	NONE
Supp50	Schedule P - Part 2D	NONE
Supp50	Schedule P - Part 2E	NONE
Supp51	Schedule P - Part 2F Sn 1	NONE

Supp51	Schedule P - Part 2F Sn 2	NONE
Supp51	Schedule P - Part 2G	NONE
Supp51	Schedule P - Part 2H Sn 1	NONE
Supp51	Schedule P - Part 2H Sn 2	NONE
Supp52	Schedule P - Part 2I	NONE
Supp52	Schedule P - Part 2J	NONE
Supp52	Schedule P - Part 2K	NONE
Supp52	Schedule P - Part 2L	NONE
Supp52	Schedule P - Part 2M	NONE
Supp53	Schedule P - Part 2N	NONE
Supp53	Schedule P - Part 2O	NONE
Supp53	Schedule P - Part 2P	NONE
Supp54	Schedule P - Part 2R Sn 1	NONE
Supp54	Schedule P - Part 2R Sn 2	NONE
Supp54	Schedule P - Part 2S	NONE

EXHIBIT OF PREMIUMS AND LOSSES

(Statutory Page 14)



NAIC Group Code: 3409

DIRECT BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Company Code: 95580

Line of Business		Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3	4	5	6	7	8	9	10	11	12
		1	2	Dividends Paid or Credited to Policyholders on Direct Business	Direct Unearned Premium Reserves	Direct Losses Paid (deducting salvage)	Direct Losses Incurred	Direct Losses Unpaid	Direct Defense and Cost Containment Expense Paid	Direct Defense and Cost Containment Expense Incurred	Direct Defense and Cost Containment Expense Unpaid	Commissions and Brokerage Expenses	Taxes, Licenses and Fees
1.	Fire												
2.1	Allied lines												
2.2	Multiple peril crop												
2.3	Federal flood												
3.	Farmowners multiple peril												
4.	Homeowners multiple peril												
5.1	Commercial multiple peril (non - liability portion)												
5.2	Commercial multiple peril (liability portion)												
6.	Mortgage guaranty												
8.	Ocean marine												
9.	Inland marine												
10.	Financial guaranty												
11.	Medical malpractice												
12.	Earthquake												
13.	Group accident and health (b)												
14.	Credit A & H (group and individual)												
15.1	Collectively renewable A & H (b)												
15.2	Non-cancelable A & H (b)												
15.3	Guaranteed renewable A & H (b)												
15.4	Non-renewable for stated reasons only (b)												
15.5	Other accident only												
15.6	All other A & H (b)												
15.7	Federal employees health benefits program premium (b)												
16.	Workers' compensation												
17.	Other liability												
18.	Products liability												
19.1	Private passenger auto no-fault (personal injury protection)												
19.2	Other private passenger auto liability												
19.3	Commercial auto no-fault (personal injury protection)												
19.4	Other commercial auto liability												
21.1	Private passenger auto physical damage												
21.2	Commercial auto physical damage												
22.	Aircraft (all perils)												
23.	Fidelity												
24.	Surety												
26.	Burglary and theft												
27.	Boiler and machinery												
28.	Credit												
33.	Aggregate write-ins for other lines of business												
34.	TOTALS (a)												
DETAILS OF WRITE-INS													
3301	.....											
3302	.....											
3303	.....											
3398.	Summary of remaining write-ins for Line 33 from overflow page ...												
3399.	TOTALS (Lines 3101 through 3303 plus 3398) (Line 33 above) ...												

(a) Finance and service charges not included in Lines 1 to 34 \$.....
(b) For health business on indicated lines report: Number of persons insured under PPO managed care products and number of persons insured under indemnity only products

Supp55 Michigan

EXHIBIT OF PREMIUMS AND LOSSES

(Statutory Page 14)



NAIC Group Code: 3409

DIRECT BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

NAIC Company Code: 95580

Supp55 Grand Total

Line of Business		Gross Premiums, Including Policy and Membership Fees, Less Return Premiums and Premiums on Policies not Taken		3 Dividends Paid or Credited to Policyholders on Direct Business	4 Direct Unearned Premium Reserves	5 Direct Losses Paid (deducting salvage)	6 Direct Losses Incurred	7 Direct Losses Unpaid	8 Direct Defense and Cost Containment Expense Paid	9 Direct Defense and Cost Containment Expense Incurred	10 Direct Defense and Cost Containment Expense Unpaid	11 Commissions and Brokerage Expenses	12 Taxes, Licenses and Fees
		1 Direct Premiums Written	2 Direct Premiums Earned										
1.	Fire												
2.1	Allied lines												
2.2	Multiple peril crop												
2.3	Federal flood												
3.	Farmowners multiple peril												
4.	Homeowners multiple peril												
5.1	Commercial multiple peril (non - liability portion)												
5.2	Commercial multiple peril (liability portion)												
6.	Mortgage guaranty												
8.	Ocean marine												
9.	Inland marine												
10.	Financial guaranty												
11.	Medical malpractice												
12.	Earthquake												
13.	Group accident and health (b)												
14.	Credit A & H (group and individual)												
15.1	Collectively renewable A & H (b)												
15.2	Non-cancelable A & H (b)												
15.3	Guaranteed renewable A & H (b)												
15.4	Non-renewable for stated reasons only (b)												
15.5	Other accident only												
15.6	All other A & H (b)												
15.7	Federal employees health benefits program premium (b)												
16.	Workers' compensation												
17.	Other liability												
18.	Products liability												
19.1	Private passenger auto no-fault (personal injury protection)												
19.2	Other private passenger auto liability												
19.3	Commercial auto no-fault (personal injury protection)												
19.4	Other commercial auto liability												
21.1	Private passenger auto physical damage												
21.2	Commercial auto physical damage												
22.	Aircraft (all perils)												
23.	Fidelity												
24.	Surety												
26.	Burglary and theft												
27.	Boiler and machinery												
28.	Credit												
33.	Aggregate write-ins for other lines of business												
34.	TOTALS (a)												
DETAILS OF WRITE-INS													
3301	.....											
3302	.....											
3303	.....											
3398.	Summary of remaining write-ins for Line 33 from overflow page ...												
3399.	TOTALS (Lines 3101 through 3303 plus 3398) (Line 33 above) ...												

(a) Finance and service charges not included in Lines 1 to 34 \$.....
(b) For health business on indicated lines report: Number of persons insured under PPO managed care products and number of persons insured under indemnity only products

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